

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

Caption in compliance with D.N.J. LBR 9004-1

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In re:

NEW ENGLAND MOTOR FREIGHT, INC., *et al.*,

Debtors.¹

FILED
JEANNE A. NAUGHTON, CLERK

APR - 3 2019

U.S. BANKRUPTCY COURT
NEWARK, N.J.
BY *[Signature]* DEPUTY

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

ORDER PARTIALLY VACATING STAY

The relief set forth on the following pages two (2) through three (3) is hereby **ORDERED**.

4/3/19 *[Signature]*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

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Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: INTERM ORDER RE: T.D. BANK, N.A.'s MOTION FOR RELIEF FROM THE
AUTOMATIC STAY TO EXERCISE RIGHT OF SETOFF

Upon consideration of the Motion of T.D. Bank, N.A. ("TD Bank") For Relief From The Automatic Stay To Exercise Its Rights And Remedies With Respect To Four Deposit Accounts [D.E. 134] ("Motion"), and with the consent of the Debtors in the above-captioned jointly-administered bankruptcy cases ("Debtors") and the Official Committee of Unsecured Creditors ("Committee") to the terms of this Interim Order, and good cause having been shown, it is hereby ORDERED:

(1) The Motion is GRANTED on an interim basis and only to the extent set forth herein.

(2) TD Bank is permitted to immediately setoff the sum of \$1,421,391.84 from the funds on deposit in the deposit accounts maintained by New England Motor Freight, Inc. ("NEMF") with TD Bank ending in numbers 7939, 6143, and 4274 (the "TD Bank Accounts") against NEMF's reimbursement obligations under the LC Agreement (as such term is defined by the Motion).

(3) The Court shall hold a final hearing on the Motion to determine TD Bank's right of setoff with respect to the balance of funds in the TD Bank Accounts on July __, 2019.

(4) The Debtors shall provide TD Bank with an updated thirteen-week cash flow projection and budget on or before June 24, 2019.

(5) The time for TD Bank to respond to the Debtors' discovery requests dated March 19, 2019 shall be extended to June 24, 2019, or such later time as the Debtors and TD Bank may agree in writing or the Court may order.

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Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: INTERM ORDER RE: T.D. BANK, N.A.'s MOTION FOR RELIEF FROM THE
AUTOMATIC STAY TO EXERCISE RIGHT OF SETOFF

(6) This Order and the effectuation of a setoff by TD Bank in accordance with the terms hereof shall not modify, impair, or prejudice TD Bank's right of setoff or its administrative freeze with respect to the TD Bank Accounts.

(7) Nothing contained herein shall modify, impair or prejudice the rights and claims of TD Bank, the Debtors, or the Committee, including but not limited to, the right to seek disgorgement of any funds setoff pursuant to this Interim Order.

(8) TD Bank shall withdraw its objection to the Debtors' pending motions filed on February 28, 2019 to approve the retention of Taylor & Martin Auctioneers, Inc. [D.E. 139] and to sell substantially all of NEMF's property pursuant to Section 363 of the Bankruptcy Code [D.E. 141] (the "NEMF Sale Motions"); provided, however, if the terms of the NEMF Sale Motions or Taylor & Martin Auctioneers, Inc.'s engagement are modified in such a manner so as to materially and negatively impact TD Bank, TD Bank may renew its objection.

(9) This Order shall be effectively immediately pursuant to *Federal Rule of Bankruptcy Procedure* 4001(a)(3).

(10) TD Bank shall serve this order on the Debtors, any trustee and any other party who entered an appearance on the Motion.

Imaged Certificate of Notice Page 4 of 4

United States Bankruptcy Court
District of New Jersey

In re:
New England Motor Freight, Inc.
Debtor

Case No. 19-12809-JKS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-2

User: admin
Form ID: pdf903

Page 1 of 1
Total Noticed: 7

Date Rcvd: Apr 03, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 05, 2019.

db	+New England Motor Freight, Inc., 1-71 North Ave E, Elizabeth, NJ 07201-2958
aty	+Brent C. Strickland, Whiteford, Taylor & Preston L.L.P., 7501 Wisconsin Avenue, Suite 700W, Bethesda, MD 20814-6521
aty	+Gibbons, P.C., One Gateway Center, Newark, NJ 07102-5321
aty	Jeffrey L. Nagel, Gibbons P.C., One Pennsylvania Plaza, 37th Floor, New York, NY 10119-3701
aty	+Todd M. Brooks, Whiteford, Taylor & Preston L.L.P., 7 St. Paul Street, Suite 1500, Baltimore, MD 21202-1636
aty	+WASSERMAN, JURISTA & STOLZ, P.C., 110 Allen Road, Suite 304, Basking Ridge, NJ 07920-4500
aty	+Whiteford Taylor & Preston, Seven Saint paul St. Ste 1800, Baltimore, MD 21202-1639

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 05, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 3, 2019 at the address(es) listed below:
NONE.

TOTAL: 0